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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re: :  
: Chapter 11  
DELPHI CORPORATION, *et al.*, : Case No. 05-44481 (RDD)  
: (Jointly Administered)  
Debtors. :  
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**ORDER AUTHORIZING THE DEBTORS TO ISSUE SUBPOENAS  
DIRECTING EXPEDITED ORAL EXAMINATIONS OF, AND  
PRODUCTION OF DOCUMENTS BY, CERTAIN PLAN INVESTORS  
AND ADDITIONAL INVESTORS PURSUANT TO  
RULE 2004 OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE**

Delphi Corporation ("Delphi") and the other Debtors and Debtors-in-Possession in the above-captioned cases (together, the "Debtors"), by their conflicts counsel Togut, Segal & Segal LLP (the "Togut Firm"), having filed an application (the "Application") for an Order pursuant to Rule 2004 of the Federal Rules of Bankruptcy Procedure ("Bankruptcy Rules") authorizing the Debtors to issue subpoenas directing expedited oral examinations of, and production of documents by, the Investors identified on Exhibit "1" hereto pertaining to the Debtors' investigation of information that the Debtors received from a stakeholder who alleged direct knowledge of inappropriate

conduct relating to at least one Investor in connection with the Debtors' consummation of their First Amended Joint Plan of Reorganization (the "Conduct Under Investigation") as described in the Application; and the relief requested appearing reasonable and proper; and sufficient cause appearing therefor; and no further notice being required, it is hereby:

**ORDERED**, that the Application be, and hereby is, granted as set forth below; and it is further

**ORDERED**, that Debtors shall serve a copy of this Order and the Application upon each of the Investors known to the Debtors, or their respective counsel, by regular mail and Federal Express or hand delivery not later than two business days after the date of entry of this Order; and it is further

**ORDERED**, that pursuant to Federal Rule of Civil Procedure 45 and Bankruptcy Rules 2004(c) and 9016, the Debtors are hereby authorized, but not required, to issue subpoenas requiring each Investor to produce documents concerning the Conduct Under Investigation to the Togut Firm on an expedited schedule, provided that the subpoenas shall not require that documents be produced less than three business days after the date on which the Investor is served with the subpoena; and it is further

**ORDERED**, that pursuant to Federal Rule of Civil Procedure 45 and Bankruptcy Rules 2004(c) and 9016, the Debtors are hereby authorized, but not required, to issue subpoenas requiring each Investor to appear for oral examination under oath, provided that the date of the examination shall not be less than two business days after the date on which the Investor is served with the subpoena; and it is further

**ORDERED**, that any proof of service this Order or of subpoenas issued pursuant to this Order, and any other filing on behalf of the Debtors related to the implementation or enforcement of this Order, may be filed under seal if it discloses the name of any Additional Investor or other confidential information; and it is further

**ORDERED**, that this Order is without prejudice to the Debtors' right to seek additional documents, information and testimony from the Investors or others concerning the matters described in the Application.

DATED: New York, New York  
March \_\_, 2008

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HONORABLE ROBERT D. DRAIN  
UNITED STATES BANKRUPTCY JUDGE